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**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA**

In re:

USA Commercial Mortgage Company,

Debtor.

Case No. BK-S-06-10725-LBR

Chapter 11

**Declaration Of Geoffrey L. Berman In  
Support Of USACM Liquidating  
Trust's Motion To Authorize Third  
Interim Distribution to Unsecured  
Creditors**

Hearing Date:

Hearing Time:

Estimated Time for Hearing: 10 minutes

Geoffrey L. Berman declares under penalty of perjury:

1. I am an adult person competent to testify in court.

2. I make this declaration based upon my personal knowledge, and upon the records of USA Commercial Mortgage Company ("USACM").

3. I am the Trustee of the USACM Liquidating Trust ("USACM Trust"), which is an entity created by the Debtors' Third Amended Joint Chapter 11 Plan of Reorganization ("Plan"), in the jointly-administered bankruptcy cases, In re USA Commercial Mortgage Company, BK-S-06-10725-LBR, pending in the United States Bankruptcy Court for the District of Nevada.



1           4.     The USACM Trust seeks to authorize a third interim distribution to  
2 unsecured creditors.

3           5.     The Trust filed its Motion for an order authorizing the Trust's initial interim  
4 distribution to allowed beneficiaries<sup>1</sup>, which motion was granted by the Court. The Trust  
5 released the interim distribution in November 2009. That distribution equaled 4.92% of  
6 the allowed creditors' claims. Reserves for unresolved and/or disputed claims were  
7 established pursuant to the Trust's motion and the Court order approving the Motion.

8           6.     The Trust filed its Motion to Authorize Interim Distribution to Certain Large  
9 Allowed Claims [DE 9546] and Declaration of Geoffrey L. Berman in support of that  
10 motion [DE 9549]. The motion sought authority for a second interim distribution to  
11 distribute pro rata \$8 million (about 3.88% of allowed claims), in two installments. By  
12 Order [DE 9632] dated December 27, 2011, the Court approved the first installment of that  
13 distribution to Beneficiaries holding Allowed Claims of \$1 million or more. The  
14 distribution was released.

15           7.     The Trust then filed its Motion to Authorize Second Installment of Second  
16 Interim Distribution to Unsecured Creditors [DE 9693], and the Declaration Edward M.  
17 Burr in support of that Motion [DE 9695]. The motion sought Court approval for the  
18 second installment of the second interim distribution to Beneficiaries holding Allowed  
19 Claims of less than \$1 million. By order [DE 9763] dated March 21, 2012, the Court  
20 approved the second installment of that distribution. Checks for the second installment of  
21 the second interim distribution of 3.88% were mailed to creditors during the week of April  
22 9, 2012, or as disputed claims were resolved and allowed.

23           8.     I believe it would be prudent at this time to approve an interim distribution  
24 of a *pro rata* share of \$2 million to the holders of allowed unsecured claims. Such a  
25

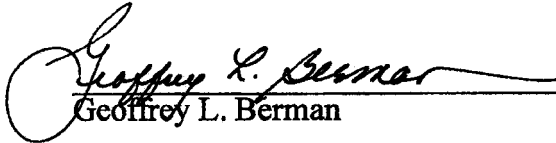
26 <sup>1</sup> Motion to Authorize First Interim Distribution to Unsecured Creditors [DE 7486].



1 distribution leaves the Trust with prudent expense reserves to cover the expected expenses  
2 through the resolution of the appeal pending in the Deloitte litigation and efforts to collect  
3 on the outstanding judgments and claims held by the Trust.

4 9. I make this declaration under penalty of perjury of the laws of the United  
5 States in Los Angeles, California.

6 10. Dated: November 13, 2012.

7  
8   
9 Geoffrey L. Berman